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April 6, 2004

VIA UPS OVERNIGHT DELIVERY

Ms. Julie Veach
Competition Policy Division
Wireline Competition Bureau
445 12th Street, S.W.
Room 5-C124
Washington, D.C. 20554

RE: Docket No. WC 04-96; Third Supplement to the Domestic 214 Application for Transfer of Control of Dominion Telecom, Inc. Filed by Dominion Telecom, Inc., Dominion Fiber Ventures, LLC and Elantic Networks, Inc.

Dear Ms. Veach,

The following is the third supplement to the above-referenced Application, setting forth information regarding Elantic Networks, Inc. ("Elantic Networks") and Cavalier Telephone, LLC ("Cavalier"). To a large extent it contains the information set forth in the second supplement, but we do not seek confidential treatment.

M/C Venture Partners V, L.P. ("M/C V"), M/C Venture Partners IV, L.P. ("M/C IV") and Bank of America Capital Investors SBIC, L.P. ("BACI") own 37.6%, 26.1% and 21.6% of Elantic Networks, respectively.

In addition to its ownership interest in Cavalier and Elantic Networks, M/C V is a 10% or greater owner of two other wire-line entities that are subject to Federal Communications Commission ("FCC") regulation, Florida Digital Networks ("Florida Digital") and New South Communications ("New South"). Florida Digital provides voice and data communications services to several cities in the states of Florida and Georgia. NewSouth, which is in the process of a merger with Nuvox Communications, provides voice and data communications services in one or more markets in the states of North Carolina, Georgia, Louisiana, Alabama, South Carolina, Florida, Mississippi, Tennessee and Kentucky. Nuvox Communications provides voice and data services in one or more markets in the states of Ohio, Georgia, North Carolina, South Carolina, Florida, Indiana, Missouri, Tennessee, Kentucky, Arkansas, Oklahoma and Kansas. M/C IV is a 10% or greater owner of Cavalier and Elantic Networks, and no other FCC-regulated entities.

BACI is a 10% or greater owner of Cavalier, and has no 10% or greater ownership interest in other FCC-regulated wireline entities. Banc of America Capital Investors, L.P. (an entity affiliated with BACI through a common ultimate parent) has (i) a 10% or greater ownership interest in Integra Telecom, Inc, a CLEC with operations in Oregon, Utah, Colorado, Washington and Arizona and with ILEC

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operations in Minneapolis/St. Paul, Minnesota, and (ii) a 10% or greater ownership interest in Prairie Wave Communications, Inc., a rural/ILEC/CLEC/broadband service provider to eastern South Dakota, southwestern Minnesota and northwestern Iowa.

Cavalier itself is the sole member in (and owner of) Cavalier Telephone Mid-Atlantic, LLC ("CTMA"). Cavalier operates solely in Virginia; CTMA operates in the District of Columbia, Pennsylvania, Maryland, New Jersey and Delaware. CTMA has no subsidiaries, and Cavalier has no subsidiaries other than CTMA. Cavalier Telephone Corporation ("CTC") is a Delaware corporation and the parent holding company of Cavalier. CTC's subsidiaries (other than Cavalier and CTMA) are (i) Phonom, LLC, a wholly-owned subsidiary that began offering VoIP services in 2004 in Virginia, the District of Columbia, Maryland, Pennsylvania, New Jersey and Delaware; (ii) Cavalier East, LLC, a Delaware company and a wholly-owned subsidiary that has been inactive since 2001; and (iii) Cavalier Networks, LLC, a Delaware company and a wholly-owned subsidiary that has not yet done business anywhere.

Please let me know if I can be of further assistance.

Very truly yours,

Charles Zdebski

Cc: John D. Sharer, Dominion Resources Services, Inc.
Vishwa B. Link, Dominion Resources Services, Inc.
Stephen T. Perkins, Elantic Networks, Inc.